

MINTZ LEVIN

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SURFACE TRANSPORTATION BOARD

April 25, 2013

VIA FEDEX

Cynthia Brown
Surface Transportation Board
395 E Street, SW
Washington, DC 20424



Re: Massachusetts Bay Transportation Authority

Dear Ms. Brown:

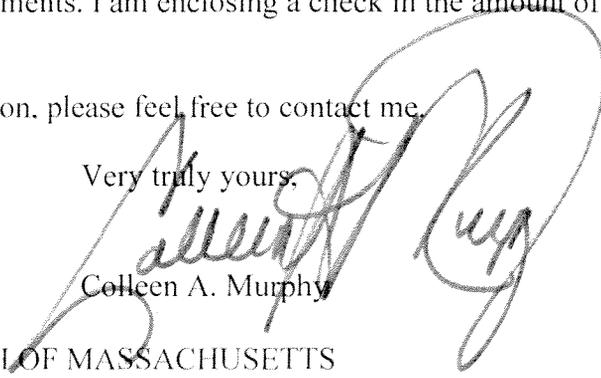
Enclosed please find copies of the following:

1. Trust Indenture and Security Agreement dated as of December 30, 1987;
2. Trust Indenture Supplement No. 1, dated as of December 31, 1987;
3. Lease Agreement dated as of December 30, 1987; and
4. Lease Supplement No. 1, dated as of December 31, 1987

filed with your office on December 31, 1987, Recordation No. 15440, 15440-A, 15441 and 15441-A. The equipment related to these Agreements has been released. Please arrange to record a release of lien relating to these Agreements. I am enclosing a check in the amount of \$164.00 to cover the cost for the release.

If you require any additional information, please feel free to contact me.

Very truly yours,

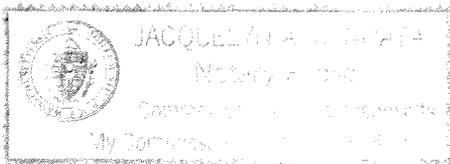

Colleen A. Murphy

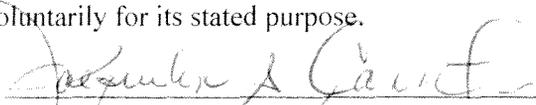
Enclosure

COMMONWEALTH OF MASSACHUSETTS

Suffolk, ss

On this 25th day of April, 2013, before me, the undersigned notary public, personally appeared Colleen A. Murphy, provided to me through satisfactory evidence of identification which was Massachusetts Driver's License, to be the person whose name is signed on the preceding document and acknowledged to me that she signed it voluntarily for its stated purpose.




Notary Public

My commission expires: 6/28/13

Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

MBTA/MBB
MBTA ICC Filing Letter

MASSACHUSETTS BAY TRANSPORTATION AUTHORITY 440-A
Ten Park Plaza
Boston, MA 02116

8-004A052

JAN 4 1988

20.00

December 31, 1987

JAN 4 1988
JAN 4 12 23 PM '88
INTERSTATE COMMERCE COMMISSION
1 5440
MANAGEMENT
ICC

Ms. Noreta R. McGee, Secretary
Interstate Commerce Commission
Twelfth Street and Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Secretary:

I have enclosed an original and one counterpart of the documents described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

The documents (the "Documents") are:

- (a) Lease Agreement, dated as of December 30, 1987, a Primary document; and
- (b) Lease Supplement No. 1, dated as of December 31, 1987, a Secondary document.

The Primary document to which this filing is related is the Lease Agreement referred to above, for which no recordation number has yet been issued.

The names and addresses of the parties to the Documents are as follows:

Lessee:

Massachusetts Bay Transportation Authority
Ten Park Plaza
Boston, MA 02116
Attention: Treasurer-Controller

Lessor:

Security Pacific Equipment Leasing, Inc.
Four Embarcadero Center
Suite 1200
San Francisco, CA 94111
Attention: Manager, Operations Department-LEV

Lease

1,5442

DEC 31 1988

All right, title and interest in and to this Lease Agreement and the Equipment covered hereby on the part of Security Pacific Equipment Leasing, Inc., as Lessor, have been assigned to and are subject to a security interest in favor of Wilmington Trust Company, as Indenture Trustee, under the Trust Indenture and Security Agreement, dated as of December 30, 1987 (as such Trust Indenture and Security Agreement may be amended or supplemented as permitted thereby), for the benefit of the Noteholders referred to in such Trust Indenture and Security Agreement. This Lease Agreement has been executed in several counterparts. Only the original counterpart contains the receipt therefor executed by Wilmington Trust Company, as Indenture Trustee, Mortgagee, on the signature page thereof.



LEASE AGREEMENT

Dated as of December 30, 1987

Between

SECURITY PACIFIC EQUIPMENT LEASING, INC.,
Lessor,

and

MASSACHUSETTS BAY TRANSPORTATION AUTHORITY,
Lessee.

Leveraged Lease Financing of

34 Messerschmitt-Bolkow-Blohm Commuter Rail Coaches